

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	
f/k/a General Motors Corp., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE
AUTHORIZING THE RETENTION AND EMPLOYMENT OF THE
STUART MAUE FIRM AS CONSULTANT TO THE FEE EXAMINER
NUNC PRO TUNC AS OF JANUARY 22, 2010**

Upon the application (the “**Application**”) of the Fee Examiner for an order, pursuant to the *Stipulation and Order With Respect to Appointment of a Fee Examiner* [Docket No. 4708], and 11 U.S.C. § 327, authorizing the Fee Examiner to retain Stuart Maue as consultant for the initial limited purpose of assisting in the review and analysis of the first interim fee applications of the following case professionals: Jenner and Block, LLP; Brownfield Partners, LLC; Kramer Levin Naftalis and Frankel, LLP; LFR, Inc.; and Claro Group, LLC., and upon the Affidavit of James P. Quinn, annexed to the Application as **Exhibit A**; and notice of the Application having been given as set forth in the Notice of Presentment; and it appearing that such notice is due and sufficient and that no further or other notice is required; and the Court being satisfied that Stuart Maue does not hold or represent an interest adverse to the Debtors’ estates and that Stuart Maue is a “disinterested person” as such term is defined under section 101(14) of the Bankruptcy Code, and that the employment of Stuart Maue is necessary and in the best interests of the Fee Examiner and these cases; and the Court having determined that the legal and factual basis set

forth in the Application establishes just cause for the relief granted; and after due deliberation and sufficient cause appearing therefore, accordingly,

IT IS HEREBY ORDERED THAT:

1. Subject to the terms and conditions of this Order, the Application is granted.
2. The terms not otherwise defined herein shall have the meaning ascribed to them in the Application.
3. The Fee Examiner is authorized to employ, retain, compensate, and reimburse Stuart Maue as consultant to Fee Examiner on the terms and conditions set forth in the Application and this Order, effective as of January 22, 2010.
4. Stuart Maue shall be compensated in an amount not to exceed \$85,000.00 and reimbursed for its expenses consistent with the *Order Granting Application of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3711]. However, Stuart Maue will not apply for the approval of compensation until the conclusion of its initial assignment described in the Application.
5. To the extent that the Application is inconsistent with this Order, the terms of this Order shall control.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

7. This Order is entered without prejudice to the ability of the Fee Examiner to apply to this Court for the authority to extend, expand, or terminate Stuart Maue's retention.

Dated: New York, New York
February 17, 2010

s/ Robert E. Gerber
Hon. Robert E. Gerber
United States Bankruptcy Judge